

# EXHIBIT 3



## FEDERAL BUREAU OF INVESTIGATION

Date of entry 10/21/2015

Corrado Broli, date of birth (DOB) [REDACTED], address [REDACTED] [REDACTED] telephone number [REDACTED] was interviewed at the offices of Gibson, Dunn, and Crutcher, 2-4 Temple Avenue, London, EC4Y 0HB, United Kingdom. Present during the interview were Rich Morvillo, Ellen Murphy, Nicole Granelli, Ermenegildo Constabile, who represented Broli during the interview. Also present during the interview were Special Agent (SA) Keigan Park (FBI), SA Leland Castro (FBI), Forensic Accountant Marlene Smith (FBI), Robert Leach (U.S. Attorney's Office), and Adam Reeves (U.S. Attorney's Office). An Italian interpreter, Nicoletta Comand, was present to translate the questions and answers for Broli.

After being advised of the identities of all persons present during the interview and the purpose of the interview, Broli (through a translator) provided the following information:

Broli spoke a "bit of English". He learned English in school and communicated in English while at Autonomy. Broli is slightly deaf and has difficulty understanding English.

Broli graduated with a degree in electrical engineering in 1987. He worked for an Italian satellite and missile company. Broli then joined IPSOA, an accounting software company. After IPSOA, he was employed with other companies, including Excalibur which Autonomy tried to acquire. In 1999, Broli joined Autonomy and was employed until 2013 when he was let go as part of a reduction by Hewlett Packard.

After leaving HP, Broli joined Darktrace, a company owned by Lynch specializing in cyber security. Broli is currently head of Italian business. Lynch hired him on to Darktrace.

At Darktrace, Broli reports to Nick Trim. To date, Broli has executed two sales in Italy for Darktrace totaling \$100,000. Broli explained that the small amount of sales is due to Darktrace being a startup company.

When Broli initially joined Autonomy in 1999, he was the Country Manager. In 2003, he moved to sales as it was a more lucrative position. He was the

---

Investigation on 09/26/2015 at London, United Kingdom (In Person)File # 318A-SF-2582907-302Date drafted 10/19/2015by Keigan M. Park, CASTRO LELAND G

This document contains neither recommendations nor conclusions of the FBI. It is the property of the FBI and is loaned to your agency; it and its contents are not to be distributed outside your agency.

US\_FBI\_E-00013615

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 2 of 9

European Major Accounts Manager and his clients were large Italian multinational companies. In sales, he earned a fixed salary with commissions. His best year at Autonomy was around 2006 when he estimated he earned a base salary of 100,000 Euros and commissions of Euros 350,000 to 400,000. Broli also earned approximately Euros 6,000 to 7,000 in Autonomy stock per year. Broli estimated he made a total of \$750,000 in options throughout his time at Autonomy. Broli did not have options outstanding when HP acquired Autonomy. Broli earned a commission when customers paid, not when sales contracts were executed.

#### **Conversations with Michael Lynch**

Broli had talked with Mike Lynch about the controversies surrounding the HP acquisition of Autonomy. At the time they had this discussion, the allegations were public knowledge. Broli had also asked what Lynch was doing since leaving HP. Broli, plus a lot of other people, had high esteem for Lynch. Broli asked Lynch whether Lynch was intending to create a new company and Lynch indicated there was a possibility that Broli could work for him again. Invoke Capital was started by Lynch after he left HP. Several prior Autonomy employees, including Marco Zanchini, Rachel Haverfield and Poppy Gustaffson worked at Darktrace. Nicole Eagan, Pete Menell, Sushovan Hussain and Lisa Harris worked at Invoke Capital.

#### **Vatican**

In 2008, Broli met Luciani Ammenti who was the IT (Information Technology) Director of the Vatican. This was a work meeting and Ammenti and Broli started talking about projects they were currently involved with. Ammenti talked about the manuscripts in the Vatican Library. He indicated there were more than 80,000 precious manuscripts. Broli asked Ammenti if it would be possible to see the manuscripts, as they were shown only to scholars. At the meeting, the idea was born if people could not have access to the manuscripts it would be a good idea to make images of them that could be widely distributed. Each manuscript in the library contained approximately 500 pages, many painted images, and undoubtedly many images that would be interesting for everyone. The Vatican manuscripts contained an incredible wealth of culture. Through their conversation, the idea was born to image the manuscripts.

There were two issues with the manuscripts that Autonomy could help with. First, the manuscripts had to be conserved. The Vatican prevented them from being touched with bare hands as they could deteriorate. Autonomy could capture the images through scanners, including stratified scans like a body scan or in-depth scan, to see how the images were painted in different

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 3 of 9

layers. Second, the more important thing that Autonomy could do was to open up the manuscripts to research. When Autonomy scanned the manuscripts their search functionality could allow a scholar to search for a specific image, letter, or phrase present in another manuscript. Autonomy could capture all of the manuscripts in digital form. It was extraordinary. The object of Autonomy's deal with the Vatican was to preserve this cultural asset for humanity not for just a dozen of years but for centuries.

So Broli and Ammenti decided to develop the idea. First, they had to verify whether the project was feasible with the technology people. Peter Menell, Fernando Lucini and Chris Goodfellow worked with Macro Zanchini, the senior most person in charge of Autonomy technology in Italy. There was also another colleague in Italy, Luca C. (LNU) who was involved with Technological Support, like Zanchini.

Broli started to forecast the deal within Autonomy two to three months after meeting with Ammenti. On his end, Broli verified that the project was possible while Ammenti verified there was interested at the Vatican. Broli also answered the Vatican's questions regarding how they could verify that the project could be done. Autonomy performed trials to show that it could be done. Certainly, Zanchini and other colleagues from Autonomy were involved in the trials.

**HP-SEC-01595952 - September 2, 2009, E-mail from Hussain to Broli**

Selex Service Management was a value added reseller. It was a subsidiary of Finmeccanica, one of the largest corporations owned by the Italian government. Poste Italiane was the Italian postal service. In Broli's email, he listed the deals he was working on at the time which may close by September 30, 2009. He did not view Hussain's response to his list as a criticism. Broli had been on holiday at the time and needed to reconnect with his customers to generate a more precise list. Hussain routinely pressured the sales executives, including Broli, on closing contracts toward the end of the quarter. Hussain tracked important deals each quarter. Broli was paid a commission when the customer paid its invoice. Broli did not know when revenue from deals were recognized or shown on the books.

**HP-SEC-01596023 - September 30, 2009, E-mail from Rachel Haverfield to Broli**

The e-mail contained draft purchase orders for Selex. Broli was asked why he requested purchase orders from Selex for the Vatican Library, to which Broli responded there was a chance Selex would sign them though he did not

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 4 of 9

remember the likelihood of closing the deal. Broli had three main contacts at Selex, which included; Sarbetino Cereli - Managing Director, Stephano Calini - Commercial Director, and Massino Venghini - Technical Director (all phonetic). Broli did not think Selex signed any deals in September 2009.

**HP-SEC-01596029 - October 9, 2009, E-mail from Nigel Hutchinson to Broli**

Nigel Hutchinson was the manager for Autonomy' European business. After receiving this email from Hutchinson, Broli wanted to clarify why Hutchinson had said he needed to be fully involved in the deals. Hutchinson suffered from a lack of consideration. Broli's contract stipulated that he reported to Autonomy's Board of Directors (Broli later clarified that he reported to Sushovan Hussain and Lynch, who were representatives on Autonomy's Board). Hutchinson expected Broli to report to him, and Broli tried to end his relationship with him. Broli indicated that it was possible that Hutchinson or Hussain were not happy with Broli's sales.

Broli was asked if Autonomy was successful in selling software to the Vatican in Q4 2009, to which he responded, unfortunately no.

Broli was asked if he considered it likely that a deal would occur in Q4 2009 with the Vatican, to which he responded that he did not remember precisely, but thought it was a possibility.

**Q1 2010**

Broli was asked if Autonomy was successful in selling software to the Vatican in Q1 2010, to which he responded, no.

**MicroTech**

Broli was asked if prior to 2012 he was familiar with a company called Microtech, to which Broli responded that he had never heard of them.

Broli did not know David Truitt. Broli never had contact with Steven Truitt and never heard of Tony Jimenez.

Broli was asked what efforts Autonomy had made to sell software to the Vatican as of March 31, 2010. Broli indicated there were important efforts and that the Vatican had made the decision to do the project. Broli was confident that Autonomy and its partners would be able to sign contracts with the Vatican. The Poste Italiane was a partner in the Vatican project. The partners involved with the project changed over time. The first partner was Selex SEMA (Service Management) of the group Finmeccanica; however,

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 5 of 9

Selex suddenly dropped out from being a Vatican partner at the end of 2009.

Broli clarified that potential partners were not just chosen by Autonomy. Autonomy and the Vatican would choose the partners. Broli could suggest a partner, but it could be either approved or rejected by the Vatican. If rejected by the Vatican, the partner would then not be selected. The Vatican Library digitalization was a massive project in terms of both technological and economical efforts, and most of all from a cultural perspective.

#### **MARCH 2010 MEETING WITH SUSHOVAN HUSSAIN**

In March of 2010, the Vatican had decided to realize the project which was due to last 10 years. The project would cover their preservation and digitalization of 10,000 manuscripts. There was also a letter of intent signed between Poste Italiane and the Vatican. Poste Italiane was the main contractor and Autonomy was going to supply important technological components to them. It was predicted that Autonomy would sign with the Poste Italiane in March, given the facts that the Vatican had decided to realize the project and Poste Italiane had signed a letter of intent with the Vatican. Broli, and others at Autonomy, had spoken previously with several people at Poste Italiane and PosteCom, a division of Poste Italiane. Further, Broli had spoken specifically to the CEO (Chief Executive Officer) of Poste Italiane Massimo Sarmi, regarding the project's details. Sarmi was the one who signed the letter of intent with the Vatican.

Due to the fact that Broli was working with PosteCom, Broli had some meetings with Giovanni Catorni (the head of PosteCom) regarding the Vatican. In particular, Sushovan Hussain attended a meeting on March 30, 2010, because the meeting had been set up for a contract to be signed between Autonomy and PosteCom. However, the contract was not signed at the meeting. The justification given to Broli was at the amount was too high for Catorni to sign without obtaining approvals. Broli later found out that Sarmi wanted to fund the project with only several million Euros. Catorni told Broli and Hussain that he was unable to sign; however, once he obtained approvals he would sign. The meeting took place at the headquarters of PosteCom in Rome.

Having got over their disappointment, Broli and Hussain evaluated what they should do next. It was comforting to them to know that Catorni would sign once the approval was granted. The only possibility was that they would have to wait until Catorni was granted the authority to sign. When asked if there was a discussion regarding selling software to an intermediary, Broli indicated it was always a possibility because Autonomy was providing

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 6 of 9

several components to the project. It was always possible to sell software to partners who could interact with PosteCom or the Vatican. Autonomy was supplying technology and other companies contributed to the development of the project. Broli advised that there were no backup or alternative plans to use a reseller, just a possibility of working with others involved in the project.

**HP-SEC-01596249 - March, 26, 2010, Email from Lynch**

As part of the negotiations with Autonomy, the Vatican had proposed to receive a 5% royalty percentage for future projects of a similar nature as the Vatican project that Autonomy signed with other institutions. The reasoning was that the Vatican would be paid a fee for going first and having the Vatican brand on this type of project for which other institutions might follow suit with Autonomy. In this email, Lynch was willing to pay 3% to the Vatican if the Vatican helped close deals with other institutions.

**HP-SEC-01596345 - March 31, 2010, Email from Julie Dolan to Hussain and Broli**

This email was in regards to delivering Autonomy software to Poste and the Vatican. When asked why Autonomy would deliver software without a signed sales agreement, Broli stated at the time that he was confident PosteCom would sign the contract during the above mentioned March 30, 2010, meeting. Broli did not remember if the software was delivered but it was possible that Autonomy delivered the software even before March 30. Broli did not deal with the delivery of products and did not remember if Hussain asked him to deliver the software.

**HP-SEC-01596346 - April 9, 2010, Email from Broli to Andrew Kanter**

Broli described Kanter as the Chief Operating Officer of Autonomy and the number three person behind Lynch and Hussain at Autonomy. Kanter was also in charge of Autonomy's legal department.

In the email and attached draft agreement, BEE Sourcing was an IT services company for public administration companies in Italy. Broli thought that the CEO of Alitalia Airlines was head of BEE Sourcing. BEE Sourcing had a strong relationship with Poste Italiana and wanted to be involved in the Vatican project. Broli did not think at the time that BEE Sourcing had a reseller relationship with Autonomy. Broli did not remember who at Autonomy decided to try and insert BEE Sourcing as a reseller for the Vatican project. Broli did not think this draft was signed.

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 7 of 9

**HP-SEC-1596377 - April 11, 2010, E-mail Broli to Andrew Kanter and Hussain**

This e-mail chain was in response to a previous e-mail. Auxilium was an important systems integrator in Italy. The CEO was Lucca Mastroianni, who connected Catorni to the Vatican. Mastroianni had a high level relationship with important companies in Italy. There were strong ties between Auxilium and Poste Italiane. Auxilium wanted to participate in the project; however, Broli did not think they were replacing BEE. This was due to the fact BEE was not chosen, as not everyone was deemed appropriate to be a Vatican partner. It was possible that Auxilium would be chosen as a partner for the project because of their relationships. Broli had the paperwork prepared as there was a good possibility that Auxilium would sign it. Broli was asked if BEE and Auxilium had similar products, to which he responded, maybe. BEE had proposed themselves and was not deemed appropriate. Therefore, the same contribution could be provided by a more reliable company. Broli did not remember much as this was many years ago, but did remember that there were strong ties between PosteCom and Auxilium.

During the Vatican project, Broli talked to hundreds of people about being involved in the project.

**HP-SEC-01596378 - April 11, 2010, E-mail from Broli to Kanter**

Broli was asking Kanter to change the contract from \$7 million to \$5 million (in HP-SEC-01596346). There was a problem with the involvement of BEE at that amount. Autonomy did not contract with BEE. Broli was asked if Autonomy contracted with BEE would they have still sold to Auxilium, to which Broli responded, no. The deals were connected in the way that Autonomy would not have gone forward with both BEE and Auxilium.

Broli did not recall why the deal had gone from \$5 million to \$3 million. Broli did not remember but there must have been a valid reason. It may have been that Auxilium could not do a contract at \$5 million. It could have been an issue with the capacity of Auxilium to accept an order of that amount.

Broli was asked if as a general rule, there were people authorized to send out a contract without Hussain's approval. Broli responded that he would never have approval to send anything without it first being approved from Autonomy management which included Hussain and Kanter. Broli had more interactions with Hussain than with Lynch. As a normal course of doing business, Broli would have discussed every deal with Hussain. Broli would not prepare paperwork without prior authorization of Hussain.

Broli was asked if he knew why the contract was dated March 31, 2010 and



318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 8 of 9

was being amended in an April 9, 2010 e-mail. Broli did not know why the contract was dated like that. These were documents Broli received as they were. Broli only received instructions from Kanter and Hussain and was not in a position to give them instructions. Broli did not receive instructions to date the contract this way and did not ask Autonomy management to date the documents this way. Broli was asked if the software was delivered by March 31, 2010, to which he responded that he did not think so. This was due to the fact that the project with Auxilium did not come up until on or about April 11, 2010.

Broli was asked if he knew why Autonomy would have dated the contracts March 31, 2010. Broli did not have an idea of why they would have been dated this way; however, there might have been an interest in the contracts being recognized as of March 31, 2010. However, it was not feasible. There was the possibility that it could have been done to recognize the contract in the first quarter, so that it would appear as if it closed prior to the end of Q1 2010. Broli did not know if it was possible to do this because the date of March 31, 2010 had passed. Broli was not aware of any efforts at Autonomy to recognize revenue from the agreement in the first quarter of 2010. It would surprise Broli if Autonomy recognized revenue on the agreement in Q1 2010, as it was not possible because discussions on the agreement started in April.

Autonomy was not successful in selling software to the Vatican. Broli felt he worked hard to do so and that it was the biggest disappointment of his life due to the importance of the project. Broli never received a commission for the deal. Broli was paid a fixed salary, but no commission. The Vatican manuscripts were scanned by a competitor. In that sense, Broli lost the deal to EMC and NTT data. The Vatican decided that after HP bought Autonomy, it was not able to formulate a proposal to the Vatican. This was frustrating for Broli.

Broli absolutely did not know that Autonomy recognized revenue on a resale transaction with MicroTech, with the end user of the Vatican, in Q1 2010. Broli learned about this when he received an e-mail from the Vatican complaining about this sale. Broli received the e-mail in 2013 or 2014. Broli received the e-mail from Ammenti and a colleague from HP. Ammenti communicated to Broli that the Vatican had received a letter from MicroTech. It was the first time Broli had heard of MicroTech. The e-mail said that MicroTech had heard from news reports that the project had been realized. MicroTech thought that it had been realized with technology from Autonomy. Microtech was saying that if Autonomy technology was used, the

318A-SF-2582907-302

Continuation of FD-302 of Interview of Corrado Broli (September 26, 2015), On 09/26/2015, Page 9 of 9

Vatican needed to pay MicroTech as they had bought the project. Broli was totally surprised by the e-mail and agreed to provide it to the interviewers.

Broli was asked if he was aware that Auxilium revenue was recognized by Autonomy in Q1 2010, which related to the Vatican project. Broli indicated that he knew Auxilium signed the contract but did not know it was considered a sale in Q1 2010. That fact would have surprised Broli. Broli never dealt with administrative things. His task was to get contracts signed. How contracts were dealt with administratively, Broli did not know. Broli did not think he received a commission on the deal, as he only got paid when a contract would get paid. As far as Broli knew, the Auxilium contract was never paid.

The whole project with the Vatican was frustrating for many reasons. Broli worked on the Vatican transaction until April of 2012. Broli continued to work with colleagues at HP as the project had not started. Broli continued to try to realize the project. In January of 2010, Broli became ill. The illness interfered with his work from January of 2010 to January of 2011. Broli stayed home on sick leave but would participate in important meetings. Broli indicated an example of one of these important meetings was the one which took place between himself, Hussain, and the PosteCom CEO on March 30, 2010.

Broli also participated in a large deal with the UniCredit Bank.